

# **EXHIBIT A**



Attorneys At Law

Russ Building / 235 Montgomery Street  
San Francisco / CA 94104

T 415.954.4400 / F 415.954.4480  
www.fbm.com

DEAN M. GLOSTER  
dgloster@fbm.com  
D 415.954.4472

October 11, 2010

Via Email  
Robbie Morris, Esq.  
Looper Reed & McGraw P.C.

Sue Dodge  
Senior Vice President  
Marsh Retiree Group Services

Re: DSRA Benefits Trust Board of Trustees and Their Authority

Dear Mr. Morris and Ms. Dodge:

I'm writing to you at the request of counsel for the DSRA Benefits Trust (the "VEBA") and at the direction of the Bankruptcy Court presiding over the Chapter 11 Bankruptcy of Delphi Corp/DPH Holdings (the "Bankruptcy Case") to clarify that the VEBA's board of trustees, Den Black, Carol Harvey-Light, Vincent Wilson, James Baker, Marianne Baker, and Joe McHugh (the "VEBA Committee") have exclusive and sole authority to manage the VEBA and you are to take direction on behalf of the VEBA only from them or their counsel.

I represent the Official Committee of Salaried Retirees appointed in the Bankruptcy Case (the "1114 Committee") and am writing to you in your capacity as vendors (or in Mr. Morris's case, vendors' counsel) to the VEBA to clarify that (1) the VEBA Committee has exclusive authority to act on behalf of the VEBA, directly or through their counsel and has had that authority at all times since the prior hearing in the Bankruptcy Court on September 24, 2010, regardless of any inferences from the transcript at that hearing or any subsequent actions by the 1114 Committee; (2) no one else is authorized to speak on behalf of the VEBA, or does; (3) any appointment of additional or replacement trustees by the 1114 Committee ("purported replacement board") on September 27, 2010 has been rescinded retroactively by the 1114 Committee, the purported replacement board created by that appointment has disbanded, that purported replacement board has taken no legally effective action on behalf of the VEBA, and both the 1114 Committee and the purported replacement board have agreed (as has the VEBA Committee and the Bankruptcy Court) that those appointments are to be treated as a legal nullity in all respects; (4) on a conference call with the Bankruptcy Court on October 5, 2010, Bankruptcy Judge Drain clarified that his remarks at an earlier hearing (that the 1114 Committee



Robbie Morris, Esq.  
Sue Dodge

Page 2

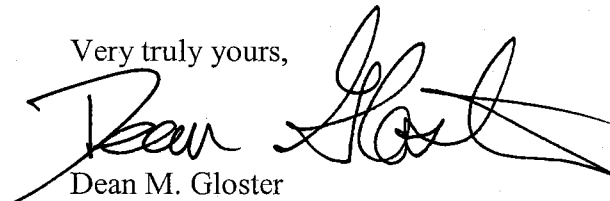
has the "power to choose the Board and to replace the Board" of the VEBA) were not intended to, and do not, confer power on the 1114 Committee to change the status quo by replacing the current VEBA Committee after that hearing, and it is his intent and its explicit direction, to avoid uncertainty over management of the VEBA, that the current VEBA Committee shall have exclusive authority to act on behalf of the VEBA and is to exercise that authority as fiduciaries until replacement trustees are elected by beneficiaries, under amendments to the VEBA's trust agreement to be adopted by the VEBA Committee to provide for that future selection.

Clear authority for running the VEBA is important. In the face of the October 5, 2010 conference call with the Bankruptcy Court and the clarification and specific direction on that call, neither the 1114 Committee nor members of the disbanded purported replacement board, nor third parties such as vendors to the VEBA are to act inconsistent with the Court's direction that the VEBA Committee has the exclusive authority to manage the VEBA. The Court also made it clear that in light of this explicit clarification and instruction, future interference with (or refusal to accept) the authority of the VEBA Committee can result in serious consequences, including sanctions.

In view of the Bankruptcy Court's clarification and instructions on October 5, 2010, the 1114 Committee's retroactive rescission of the September 27, 2010 appointments, the disbanding of the purported replacement board, and the agreement by all parties that those appointments are to be treated as a legal nullity, no third party should be giving you instructions on behalf of the VEBA other than the VEBA Committee or its counsel, and you are not to follow any instructions in the past or present from a third party purporting to do so.

If you have questions or concerns regarding such actions or this letter generally, please contact counsel for the VEBA Committee, Patricia L. Beaty, Esq., pbeaty@kdlegal.com, Krieg Devault LLP, One Indiana Square, Suite 2800 Indianapolis, IN 46204, (317) 636-4341.

Very truly yours,



Dean M. Gloster

DMG:dg

cc: Patricia Beaty, Esq.  
Timothy Brock, Esq.